

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

(Jointly Administered)

Objection Deadline: June 10, 2013 at 4:00 p.m.  
Hearing Date: Sept. 23, 2013 at 9:00 a.m.

**FORTY-FOURTH QUARTERLY FEE APPLICATION OF  
KRAMER LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO THE  
OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR  
COMPENSATION AND REIMBURSEMENT OF DISBURSEMENTS FOR  
THE PERIOD FROM JANUARY 1, 2013 THROUGH MARCH 31, 2013**

Name of Applicant: Kramer Levin Naftalis & Frankel LLP

Authorized to Provide  
Professional Services to: Official Committee of Equity Security Holders

Date of Retention: As of July 18, 2001

Period for which compensation  
and reimbursement is sought: January 1, 2013 through and including March 31, 2013

Amount of Compensation sought as  
actual, reasonable and necessary: \$ 137,895.50

Amount of Expense Reimbursement  
sought as actual, reasonable and  
necessary: \$ 6,557.86

This is a(n):   —   monthly   X   interim application

**SUMMARY OF MONTHLY FEE STATEMENTS FOR KRAMER LEVIN  
NAFTALIS & FRANKEL – JANUARY 1, 2013 THROUGH MARCH 31, 2013**

<b>Fee Application Filing Date Docket No. Period Covered</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Total Amount of Fees and Expenses Requested</b>	<b>Amount of Fees Paid</b>	<b>Amount of Expenses Paid</b>	<b>Certification of No Objection Filing Date Docket No.</b>
3/1/2013 D.I. 30336 January 2013	\$112,216.00	\$5,314.72	\$117,530.72	\$89,772.79	\$5,314.72	3/26/2013 D.I. 30433
3/29/2013 D.I. 30454 February 2013	\$17,179.50	\$774.45	\$17,953.95	\$13,743.60	\$774.45	4/23/2013 D.I. 30541
4/29/2013 D.I. 30564 March 2013	\$8,500.00	\$468.69	\$8,968.69	\$0	\$0	n/a
<b>Total</b>	<b>\$137,895.50</b>	<b>\$6,557.86</b>	<b>\$144,453.36</b>	<b>\$103,516.39</b>	<b>\$6,089.17</b>	

Current Period Unpaid:	Fees	\$ 34,379.11
	Expenses	\$ 468.69
	<b>Total</b>	<b>\$ 34,847.80</b>

Prior Periods Unpaid:	Fees	\$ 12,104.70
	Expenses	\$ 0.00
	<b>Total</b>	<b>\$ 12,104.70</b>

**TOTAL DUE:            \$46,952.50**

**SUMMARY OF OUTSTANDING FEES OWED TO  
KRAMER LEVIN NAFTALIS & FRANKEL THROUGH MARCH, 2013**

<b>Time Period</b>	<b>Fees and Expenses Requested</b>	<b>Fees and Expenses Approved</b>	<b>Fees and Expenses Paid</b>	<b>Fees and Expenses Owed</b>
April 1, 2002 - June 30, 2002	\$ 73,418.50 \$ 5,356.96	\$ 73,418.50 \$ 5,356.96	\$ 73,418.50 \$ 5,356.96	\$-0-
July 1, 2002 – September 30, 2002	\$ 87,266.50 \$ 10,070.69	\$ 86,576.50 \$ 9,737.19	\$ 86,576.50 \$ 9,737.19	\$-0-
October 1, 2002 – December 31, 2002	\$ 70,445.00 \$ 3,575.61	\$ 70,445.00 \$ 3,575.61	\$ 70,445.00 \$ 3,575.61	\$-0-
January 1, 2003 – March 31, 2003	\$ 51,487.00 \$ 1,619.93	\$ 51,487.00 \$ 1,619.93	\$ 51,487.00 \$ 1,619.93	\$-0-
April 1, 2003 - June 30, 2003	\$ 27,447.00 \$ 1,839.08	\$ 27,447.00 \$ 1,839.08	\$ 27,447.00 \$ 1,839.08	\$-0-
July 1, 2003 – September 31, 2003	\$ 34,092.00 \$ 497.86	\$ 34,092.00 \$ 497.86	\$ 34,092.00 \$ 497.86	\$-0-
October 1, 2003 – December 31, 2003	\$ 45,266.00 \$ 2,046.18	\$ 45,266.00 \$ 2,046.18	\$ 45,266.00 \$ 2,046.18	\$-0-
January 1, 2004 – March 31, 2004	\$ 31,674.50 \$ 1,451.43	\$ 31,674.50 \$ 1,451.43	\$ 31,674.50 \$ 1,451.43	\$-0-
April 1, 2004 – June 30, 2004	\$ 48,415.50 \$ 1,840.66	\$ 48,415.50 \$ 1,840.66	\$ 48,415.50 \$ 1,840.66	\$-0-
July 1, 2004 – September 30, 2004	\$ 47,550.00 \$ 995.20	\$ 47,550.00 \$ 995.20	\$ 47,550.00 \$ 995.20	\$-0-
October 1, 2004 – December 31, 2004	\$406,517.00 \$ 14,406.04	\$ 400,556.50 \$ 14,265.04	\$ 400,556.50 \$ 14,265.04	\$-0-
January 1, 2005 March 31, 2005	\$183,897.00 \$12,593.68	\$ 183,897.00 \$ 12,593.68	\$ 183,897.00 \$ 12,593.68	\$-0-
April 1, 2005 June 30, 2005	\$74,471.50 \$3,641.49	\$ 74,471.50 \$ 3,641.49	\$ 74,471.50 \$ 3,641.49	\$-0-
July 1, 2005 September 30, 2005	\$79,556.00 \$5,348.72	\$ 79,556.00 \$ 5,348.72	\$ 79,556.00 \$ 5,348.72	\$-0-
October 1, 2005 December 31, 2005	\$75,544.50 \$2,953.30	\$ 75,544.50 \$ 2,953.30	\$ 75,544.50 \$ 2,953.30	\$-0-
January 1, 2006 March 31, 2006	\$74,750.00 \$5,452.00	\$ 74,750.00 \$ 5,452.00	\$ 74,750.00 \$ 5,452.00	\$-0-
April 1, 2006 June 30, 2006	\$74,596.00 \$2,815.18	\$ 74,596.00 \$ 2,815.18	\$ 74,596.00 \$ 2,815.18	\$-0-
July 1, 2006 September 30, 2006	\$147,269.00 \$4,500.72	\$ 147,269.00 \$ 4,500.72	\$ 147,269.00 \$ 4,500.72	\$-0-
October 1, 2006 December 31, 2006	\$238,312.00 \$14,195.38	\$ 238,312.00 \$ 14,195.38	\$ 238,312.00 \$ 14,195.38	\$-0-
January 1, 2007 March 31, 2007	\$163,379.00 \$15,286.40	\$ 163,379.00 \$ 15,286.40	\$ 163,379.00 \$ 15,286.40	\$-0-

<b>Time Period</b>	<b>Fees and Expenses Requested</b>	<b>Fees and Expenses Approved</b>	<b>Fees and Expenses Paid</b>	<b>Fees and Expenses Owed</b>
April 1, 2007	\$187,246.00	\$ 186,592.23	\$ 186,592.23	\$-0-
June 30, 2007	\$19,482.62	\$ 19,482.62	\$ 19,482.62	
July 1, 2007	\$208,619.50	\$ 205,265.50	\$ 205,265.50	\$-0-
September 30, 2007	\$9,223.40	\$ 9,223.40	\$ 9,223.40	
October 1, 2007	\$398,236.50	\$ 394,987.81	\$ 394,987.81	\$-0-
December 31, 2007	\$76,834.62	\$ 76,834.62	\$ 76,834.62	
January 1, 2008	\$247,502.75	\$ 247,502.75	\$ 247,108.84	\$-0-
March 31, 2008	\$9,033.91	\$ 9,033.91	\$ 9,033.91	
April 1, 2008	\$240,744.75	\$ 240,744.75	\$ 240,744.75	\$-0-
June 30, 2008	\$11,571.63	\$ 11,571.63	\$ 11,571.63	\$-0-
July 1, 2008	\$271,548.00	\$ 271,548.00	\$ 271,548.00	\$-0-
September 30, 2008	\$6,211.59	\$ 6,211.59	\$ 6,211.59	\$-0-
October 1, 2008	\$207,976.00	\$206,706.00	\$206,706.00	\$-0-
December 31, 2008	\$9,026.63	\$8,976.63	\$8,976.63	\$-0-
January 1, 2009	\$197,550.00	\$197,494.00	\$197,494.00	\$-0-
March 31, 2009	\$5,059.19	\$5,059.19	\$5,059.19	\$-0-
April 1, 2009	\$215,996.50	\$215,996.50	\$215,996.50	\$-0-
June 30, 2009	\$5,645.60	\$5,645.60	\$5,645.60	\$-0-
July 1, 2009	\$170,241.50	\$169,905.50	\$170,227.30	(\$321.80)
September 30, 2009	\$20,322.43	\$20,322.43	\$20,322.43	\$-0-
October 1, 2009	\$68,306.75	\$68,306.75	\$68,306.75	\$-0-
December 31, 2009	\$3,366.52	\$3,366.52	\$3,366.52	\$-0-
January 1, 2010	\$47,226.50	\$47,226.50	\$47,226.50	\$-0-
March 31, 2010	\$2,139.19	\$2,139.19	\$1,817.39	\$321.80
April 1, 2010	\$14,079.00	\$14,079.00	\$14,079.00	\$-0-
June 30, 2010	\$650.36	\$650.36	\$650.36	\$-0-
July 1, 2010	\$5,229.00	\$5,229.00	\$5,229.00	\$-0-
September 30, 2010	\$131.96	\$131.96	\$131.96	\$-0-
October 1, 2010	\$16,846.00	\$16,846.00	\$16,846.00	\$-0-
December 31, 2010	\$247.86	\$247.86	\$247.86	\$-0-
January 1, 2011	\$54,094.50	\$54,094.50	\$54,094.50	\$-0-
March 31, 2011	\$2,044.81	\$2,044.81	\$2,044.81	\$-0-
April 1, 2011	\$91,902.50	\$91,886.26	\$91,886.26	\$-0-
June 30, 2011	\$2,143.07	\$2,143.07	\$2,143.07	\$-0-
July 1, 2011	\$49,894.00	\$49,894.00	\$49,894.00	\$-0-
September 30, 2011	\$2,308.18	\$2,308.18	\$2,308.18	\$-0-
October 1, 2011	\$13,989.00	\$13,989.00	\$13,989.00	\$-0-
December 31, 2011	\$93.02	93.02	\$93.02	\$-0-

<b>Time Period</b>	<b>Fees and Expenses Requested</b>	<b>Fees and Expenses Approved</b>	<b>Fees and Expenses Paid</b>	<b>Fees and Expenses Owed</b>
January 1, 2012 March 31, 2012	\$35,118.50 \$152.90	\$35,118.50 \$152.90	\$35,118.50 \$152.90	\$-0- \$-0-
April 1, 2012 June 30, 2012	\$40,781.00 \$1,404.21	\$40,781.00 \$1,404.21	\$32,624.80 \$1,404.21	\$-0- \$-0-
July 1, 2012 September 30, 2012	\$31,544.00 \$816.69	\$31,544.00 \$816.69	\$31,544.00 \$816.69	\$-0- \$-0-
October 1, 2012 December 31, 2012	\$60,523.50 \$3,617.71	\$-0- \$-0-	\$48,418.80 \$3,617.71	\$12,104.70 \$-0-
<b>January 1, 2013</b> <b>March 31, 2013</b>	<b>\$137,895.50</b> <b>\$6,557.86</b>	<b>\$-0-</b> <b>\$-0-</b>	<b>\$ 103,516.39</b> <b>\$ 6,089.17</b>	<b>\$34,379.11</b> <b>\$468.69</b>
<b>TOTAL</b>	<b>\$5,048,445.15</b> <b>\$307,464.57</b>	<b>\$4,834,441.05</b> <b>\$297,872.40</b>	<b>\$5,000,604.90</b> <b>\$306,624.17</b>	<b>\$46,483.81</b> <b>\$468.69</b>

**SUMMARY OF TIME FOR BILLING PERIOD**

<b>Name</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Trachtman, Jeffrey	\$925.00	0.5	\$462.50
Bentley, Philip	\$895.00	47.9	\$42,870.50
Blabey, David E.	\$745.00	87.4	\$65,113.00
Halverson, Darren	\$495.00	59.3	\$29,353.50
Chouprouta, Andrea	\$320.00	0.3	\$96.00
<b>Total</b>		<b>195.4</b>	<b>\$137,895.50</b>

**COMPENSATION SUMMARY BY PROJECT CATEGORY FOR BILLING PERIOD**

<b>Project Category</b>	<b>Total Hours for the Period</b>	<b>Total Fees for the Period</b>
Case Administration	3.2	\$1,659.00
Bankruptcy Motions	0.7	\$521.50
Creditor Committee	5.5	\$4,217.50
Reorganization Plan	179.0	\$127,832.50
Fee Applications, Applicant	7.0	\$3,665.00
<b>Total</b>	<b>195.4</b>	<b>\$137,895.50</b>

**EXPENSE SUMMARY (Schedule of Disbursements)**

<b>Expense Category</b>	<b>Total Expenses For the Period</b>
Research Services	\$154.00
Westlaw On-Line Research	\$4,955.47
Document Retrieval Fees	\$642.52
Photocopying	\$131.00
Meals in House	\$202.59
Cab Fares	\$182.68
Lexis-Nexis On-Line Research	\$229.38
Document Prep	\$12.50
Bloomberg On-Line Research	\$47.72
<b>Total</b>	<b>\$6,557.86</b>

**WHEREFORE**, The foregoing summaries are submitted to the Court pursuant to the Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the "Amended Administrative Order"). Pursuant to the Amended Administrative Order, Kramer Levin respectfully requests that, for the period **January 1, 2013 through March 31, 2013**, it be allowed the total amount of fees of **\$137,895.50** and disbursements of **\$6,557.86**, and that the Debtor be directed to pay all outstanding unpaid amounts.

Dated: May 20, 2013

KRAMER LEVIN NAFTALIS & FRANKEL LLP

By: /s/ David E. Blabey, Jr.

Philip Bentley  
David E. Blabey, Jr.  
1177 Avenue of the Americas  
New York, New York 10022  
(212) 715-9100

Counsel to the Official Committee of  
Equity Security Holders